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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2008**

Department of the Treasury  
Internal Revenue Service

*Note.* The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning **SEP 1, 2008**, and ending **AUG 31, 2009**

**G** Check all that apply  Initial return  Final return  Amended return  Address change  Name change

Use the IRS label Otherwise, print or type See Specific Instructions	Name of foundation <b>THE THOMAS A. FILLIPPO FOUNDATION, THOMAS A. FILLIPPO &amp; JOANNE S. FILLIPPO, TTEES</b>	A Employer identification number <b>20-0218191</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>MG THOMPSON, COZEN O'CONNOR, 1900 MARKET</b>	B Telephone number <b>215-665-6959</b>
	City or town, state, and ZIP code <b>PHILADELPHIA, PA 19103-3508</b>	C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>841,346.</b> (Part I, column (d) must be on cash basis)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	47,522.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	16.	16.		STATEMENT 2
4 Dividends and interest from securities	36,912.	36,912.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<34,533.>			STATEMENT 1
b Gross sales price for all assets on line 6a	323,257.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
11 Other income	<77.>	<77.>		STATEMENT 4
12 Total. Add lines 1 through 11	49,840.	36,851.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Operating expenses	14,778.	4,433.		10,345.
b Accounting fees				
c Other professional fees	3,589.	0.		3,589.
17 Interest				
18 Taxes	527.	0.		527.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	415.	0.		415.
24 Total operating and administrative expenses. Add lines 13 through 23	19,309.	4,433.		14,876.
25 Contributions, gifts, grants paid	72,500.			72,500.
26 Total expenses and disbursements. Add lines 24 and 25	91,809.	4,433.		87,376.
27 Subtract line 26 from line 12	<41,969.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		32,418.		
c Adjusted net income (if negative, enter -0-)			N/A	

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THE THOMAS A. FILLIPPO FOUNDATION, THOMAS

Form 990-PF (2008)

A. FILLIPPO & JOANNE S. FILLIPPO, TTEES

20-0218191

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		10.		
	2	Savings and temporary cash investments		136,470.	214,527.	214,527.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations STMT 11		154,830.	69,914.	71,905.
	b	Investments - corporate stock STMT 12		242,889.	243,163.	241,433.
	c	Investments - corporate bonds STMT 13		359,512.	323,751.	313,021.
11	Investments - land buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 14		679.	705.	460.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	<b>Total assets (to be completed by all filers)</b>		<b>894,390.</b>	<b>852,060.</b>	<b>841,346.</b>	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities (add lines 17 through 22)</b>		<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
27	Capital stock, trust principal, or current funds		<5,018.>	<5,379.>		
28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		899,408.	857,439.		
30	<b>Total net assets or fund balances</b>		<b>894,390.</b>	<b>852,060.</b>		
31	<b>Total liabilities and net assets/fund balances</b>		<b>894,390.</b>	<b>852,060.</b>		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	894,390.
2	Enter amount from Part I, line 27a	2	<41,969.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	77.
4	Add lines 1, 2, and 3	4	852,498.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	438.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>852,060.</b>

Form 990-PF (2008)

823511 01-02-09

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE DETAIL OF SALES ATTACHED	P	VARIOUS	VARIOUS
b SEE DETAIL OF SALES ATTACHED	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 244,737.		277,905.	<33,168.>
b 74,608.		79,885.	<5,277.>
c 3,912.			3,912.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any	
a			<33,168.>
b			<5,277.>
c			3,912.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	<34,533.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	65,008.	826,972.	.078610
2006	100,641.	738,446.	.136288
2005	6,602.	424,718.	.015544
2004	22,962.	412,339.	.055687
2003	0.	116,657.	.000000

2 Total of line 1, column (d)	2	.286129
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.057226
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	706,526.
5 Multiply line 4 by line 3	5	40,432.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	324.
7 Add lines 5 and 6	7	40,756.
8 Enter qualifying distributions from Part XII, line 4	8	87,376.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

THE THOMAS A. FILLIPPO FOUNDATION, THOMAS

Form 990-PF (2008)

A. FILLIPPO & JOANNE S. FILLIPPO, TTEES

20-0218191

Page 4

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	324.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	324.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	324.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	324.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	324.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A

Form 990-PF (2008)

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ THOMAS A. FILLIPPO Telephone no ▶ 610-644-2536 Located at ▶ 1 DEVAULT LANE, DEVAULT, PA ZIP+4 ▶ 19432			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions ) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008 ) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)  N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS A. FILLIPPO 1 DEVAULT LANE DEVAULT, PA 19432	TRUSTEE 1.00	0.	0.	0.
JOANNE S. FILLIPPO 1 DEVAULT LANE DEVAULT, PA 19432	TRUSTEE 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3 All other program-related investments See instructions	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	<b>0.</b>

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	632,742.
b	Average of monthly cash balances	1b	84,543.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	717,285.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	717,285.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,759.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	706,526.
6	Minimum investment return Enter 5% of line 5	6	35,326.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part)

1	Minimum investment return from Part X, line 6	1	35,326.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	324.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	324.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	35,002.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	35,002.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	35,002.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	87,376.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	87,376.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	324.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	87,052.

**Note** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

THE THOMAS A. FILLIPPO FOUNDATION, THOMAS  
A. FILLIPPO & JOANNE S. FILLIPPO, TTEES

Form 990-PF (2008)

20-0218191 Page 9

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				35,002.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006	47,024.			
e From 2007	24,529.			
f Total of lines 3a through e	71,553.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 87,376.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				35,002.
e Remaining amount distributed out of corpus	52,374.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	123,927.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009 Subtract lines 7 and 8 from line 6a	123,927.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006	47,024.			
d Excess from 2007	24,529.			
e Excess from 2008	52,374.			

Form 990-PF (2008)

823581  
01-02-09

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**

1 **Information Regarding Foundation Managers:**  
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

**SEE STATEMENT 15**

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

THE THOMAS A. FILLIPPO FOUNDATION, THOMAS

Form 990-PF (2008)

A. FILLIPPO & JOANNE S. FILLIPPO, TTEES

20-0218191 Page 11

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>SEE ATTACHED LISTING OF GRANTS</p>				72,500.
<b>Total</b>				<b>72,500.</b>
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<b>Total</b>				<b>0.</b>





**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

**2008**

Name of the organization

THE THOMAS A. FILLIPPO FOUNDATION, THOMAS  
A. FILLIPPO & JOANNE S. FILLIPPO, TTEES

Employer identification number

20-0218191

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

**General Rule**

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ \_\_\_\_\_

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization <b>THE THOMAS A. FILLIPPO FOUNDATION, THOMAS A. FILLIPPO &amp; JOANNE S. FILLIPPO, TTEES</b>	Employer identification number <b>20-0218191</b>
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CHAR LEAD T/U/W - LUCY R DIFILLIPPO M THOMPSON/COZEN, O'CONNOR, 1900 MARKET ST  PHILADELPHIA, PA 19103	\$ 47,522.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

THE THOMAS A. FILLIPPO FOUNDATION  
 EIN: 20-0218191  
 FORM 990-PF - 9/1/2008 TO 8/31/2009

GRANTS

DONEE/ADDRESS	CHECK #	FDN STATUS	PURPOSE	DATE	\$AMOUNT
Paoli Hospital Foundation Development Office 255 W Lancaster Avenue Paoli, PA 19301	0167	Public	General Operating Expenses third installment of pledge	9/12/08	50,000.00
St. Patrick's Church 104 Channing Avenue Malvern, PA 19355	0168	Public	General Operating Expenses	1/13/09	2,500.00
West Chester University (Foundation) Filano Hall 628 South High Street West Chester, PA 19383	1505	Public	General Operating Expenses	9/16/08	20,000.00
					<u>72,500.00</u>

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE DETAIL OF SALES ATTACHED	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
244,737.	277,905.	0.	0.
(F) GAIN OR LOSS	<33,168.>		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE DETAIL OF SALES ATTACHED	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
74,608.	79,885.	0.	0.
(F) GAIN OR LOSS	<5,277.>		

CAPITAL GAINS DIVIDENDS FROM PART IV	3,912.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<34,533.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
DNB TRUST A CHECKING ACCT INTEREST	1.
DNB TRUST B CHECKING ACCT INTEREST	15.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	16.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
A8A-122896 BOND INTEREST	5,031.	0.	5,031.
A8A-122896 DIVIDENDS	753.	0.	753.
A8A-122896 MM DIVIDEND	85.	0.	85.
A8A-123001 BOND INT	11,146.	0.	11,146.
A8A-123001 MM DIVIDEND	49.	0.	49.
NJQ-002515 DIVIDENDS	3,247.	0.	3,247.
NJQ-002515 MM DIVIDEND	40.	0.	40.
NJQ-002523 DIVIDENDS	75.	0.	75.
NJQ-002523 DIVIDENDS	1,931.	0.	1,931.
NJQ-002523 LT	1,354.	1,354.	0.
NJQ-002523 MM DIVIDENDS	105.	0.	105.
NJQ-002523 ST	2,558.	2,558.	0.
NJQ-002564 BOND INTEREST	8,747.	0.	8,747.
NJQ-002564 BOND INTEREST	1,281.	0.	1,281.
NJQ-002564 DIVIDENDS	480.	0.	480.
NJQ-002564 MM DIVIDEND	150.	0.	150.
TR A BROK A/C BOND INT	688.	0.	688.
TR A BROK A/C DIVIDENDS	347.	0.	347.
TR A BROK A/C MM DIVS	4.	0.	4.
TR B BROK A/C BOND INT	2,750.	0.	2,750.
TR B BROK A/C MM DIVS	3.	0.	3.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>40,824.</b>	<b>3,912.</b>	<b>36,912.</b>

FORM 990-PF	OTHER INCOME	STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CEDAR FAIR LP ORD BUS INC	<341.>	<341.>	
CEDAR FAIR LP INTEREST INC	146.	146.	
CEDAR FAIR OTHER INT INC	26.	26.	
CEDAR FAIR LP NET 1231 GAIN	<418.>	<418.>	
CEDAR FAIR LP AMT	<14.>	<14.>	
CEDAR FAIR LP DISTRIBUTIONS	524.	524.	
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>&lt;77.&gt;</b>	<b>&lt;77.&gt;</b>	

FORM 990-PF	LEGAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COZEN O'CONNOR	14,778.	4,433.		10,345.	
TO FM 990-PF, PG 1, LN 16A	14,778.	4,433.		10,345.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
UVEST ADVISORY FEES	3,589.	0.		3,589.	
TO FORM 990-PF, PG 1, LN 16C	3,589.	0.		3,589.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX WITHHELD - DIVIDENDS	92.	0.		92.	
U.S. TREASURY - EXCISE TAX	435.	0.		435.	
TO FORM 990-PF, PG 1, LN 18	527.	0.		527.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
UVEST- STOP, REORGANZTN & TF FEES	415.	0.		415.	
TO FORM 990-PF, PG 1, LN 23	415.	0.		415.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
ADJUST FOR CEDAR FAIR TRANSACTIONS AFFECTING FDN CASH ACCOUNT			77.
TOTAL TO FORM 990-PF, PART III, LINE 3			77.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
DESCRIPTION		AMOUNT	
MISCELANEOUS COST BASIS AND MARKET ADJUSTMENTS FOR BONDS			438.
TOTAL TO FORM 990-PF, PART III, LINE 5			438.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	11
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT	X		69,914.	71,905.
TOTAL U.S. GOVERNMENT OBLIGATIONS			69,914.	71,905.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			69,914.	71,905.

FORM 990-PF	CORPORATE STOCK	STATEMENT	12
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK		243,163.	241,433.
TOTAL TO FORM 990-PF, PART II, LINE 10B		243,163.	241,433.

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FORM 990-PF CORPORATE BONDS STATEMENT 13

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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	323,751.	313,021.
TOTAL TO FORM 990-PF, PART II, LINE 10C	<u>323,751.</u>	<u>313,021.</u>

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FORM 990-PF OTHER INVESTMENTS STATEMENT 14

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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	705.	460.
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>705.</u>	<u>460.</u>

THE THOMAS A FILLIPPO FOUNDATION  
 THOMAS A FILLIPPO AND JOANNE S. FILLIPPO, TRUSTEES

SALES FROM 9/1/2008 THROUGH AND INCLUDING 8/31/09

Name of Security/Pair/Shares Sold	Date of		Proceeds	Cost		Gain or (Loss)	Long Term	Short Term
	Purchase	Sale		Basis	(Loss)			
4 sh AT&T Inc com	4/2/08	9/10/08	110.04	156.93	(46.89)			x
2 sh Abbott Labs com	5/21/04	9/10/08	97.73	80.23	17.50		x	
4 sh Bank of America	4/2/08	9/10/08	109.48	162.36	(52.88)			x
82 sh Bank of America	4/2/08	10/7/08	2,059.15	3,328.32	(1,269.17)			x
57 sh Bank of America	7/22/08	10/7/08	1,431.36	1,637.94	(206.58)			x
141 sh CBS Cl B com	4/2/08	2/20/09	681.30	3,235.62	(2,554.32)			x
1 sh CBS Cl B com	9/10/08	2/20/09	4.83	34.77	(29.94)			x
225 sh CBS Cl B com	10/13/08	2/20/09	1,087.19	1,806.72	(719.53)			x
2 sh Carnival	4/2/08	9/10/08	60.97	86.55	(25.58)			x
68 sh Carnival	4/2/08	11/5/08	1,603.80	2,942.85	(1,339.05)			x
1 sh Dow Chem	4/2/08	9/10/08	16.66	38.53	(21.87)			x
44 sh Dow Chem	4/2/08	2/13/09	415.83	1,695.32	(1,279.49)			x
3 sh General Electric Co com	5/21/04	9/10/08	66.32	91.85	(25.53)		x	
3 sh Genuine Parts Co	4/2/08	9/10/08	108.47	126.32	(17.85)			x
5 sh Intel Corp com	4/30/08	9/10/08	84.15	112.71	(28.56)			x
25 sh JP Morgan Ch com	4/2/08	9/29/08	1,141.34	1,167.27	(25.93)			x
44 sh JP Morgan Ch com	4/2/08	4/8/09	1,207.56	2,054.40	(846.84)		x	
45 sh JP Morgan Ch com	8/18/08	4/8/09	1,235.00	1,680.09	(445.09)			x
3 sh Johnson & Johnson com	1/3/00	9/10/08	196.52	197.75	(1.23)			x
4 sh Kimberly Clark Corp	5/30/08	9/10/08	241.39	257.42	(16.03)			x
3 sh Lilly Eli & Co com	4/2/08	9/10/08	123.50	156.25	(32.75)			x
10 sh JP Morgan Ch com	9/10/08	4/8/09	274.45	412.27	(137.82)			x
1 sh Lincoln Nat'l	4/2/08	9/10/08	32.26	55.67	(23.41)			x
53 sh Lincoln Nat'l	4/2/08	10/13/08	1,263.84	2,950.69	(1,686.85)			x
52 sh PNC Fincl com	4/2/08	5/6/09	2,413.51	3,651.76	(1,238.25)		x	
2 sh PNC Fincl com	9/10/08	5/6/09	92.83	158.88	(66.05)			x
1 sh Pepsico	5/14/08	9/10/08	53.75	68.00	(14.25)			x
1 sh Pfizer com	4/2/08	9/10/08	0.24	21.70	(21.46)			x
4 sh Philip Morris Intl Inc com	4/2/08	9/10/08	200.88	205.89	(5.01)			x
4 sh Pitney Bowes Inc	4/2/08	9/10/08	125.07	147.64	(22.57)			x

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Sales Chart Attachment to 990-PF Return FYE 8/31/09

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THE THOMAS A. FILLIPPO FOUNDATION  
 THOMAS A. FILLIPPO AND JOANNE S. FILLIPPO, TRUSTEES

SALES FROM 9/1/2008 THROUGH AND INCLUDING 8/31/09

Name of Security/Par/Shares Sold	Date of		Sale	Proceeds	Cost Basis	Gain or (Loss)	Long Term	Short Term
	Purchase	Date of						
88 sh Pfizer com	4/2/08	2/3/09		1,305.72	1,909.80	(604.08)		x
5 sh Scana Corp New	4/2/08	9/10/08		181.49	191.43	(9.94)		x
229 sh Taiwan Semicndctr, etc	4/2/08	3/23/09		2,070.46	2,414.21	(343.75)		x
0.0548 sh Taiwan Semicndctr, etc	8/14/09	8/19/09		0.56	0.00	0.56		x
1 sh Travelers Cos Inc com	4/2/08	9/10/08		26.25	51.01	(24.76)		x
107 sh US Bancorp Del com	4/2/08	10/3/08		3,895.29	3,652.79	242.50		x
2 sh US Bancorp Del com	9/10/08	10/3/08		72.81	81.88	(9.07)		x
6 sh V F Corp	4/25/08	9/10/08		483.72	458.15	25.57		x
102 sh Wells Fargo & Co New com	4/2/08	6/16/09		2,482.70	3,169.62	(686.92)	x	
4 sh Wells Fargo & Co New com	9/10/08	6/16/09		97.36	143.76	(46.40)		x
75 sh Amdocs Ltd Sh ISIN	4/2/08	12/12/08		1,262.99	2,127.86	(864.87)		x
60 sh Akamai Tech Inc com	4/2/08	12/12/08		858.89	1,871.40	(1,012.51)		x
20 sh Akamai Tech Inc com	8/27/08	12/12/08		286.30	463.98	(177.68)		x
15 sh Apache Corp	4/2/08	12/12/08		1,063.19	1,851.45	(788.26)		x
5 sh Apache Corp	9/26/08	12/12/08		354.40	547.05	(192.65)		x
20 sh Barrick	4/2/08	11/20/08		424.10	877.60	(453.50)		x
25 sh Barrick	5/5/08	11/20/08		530.13	991.50	(461.37)		x
60 sh Barrick	9/26/08	11/20/08		1,272.31	2,228.40	(956.09)		x
25 sh Barrick	10/29/08	11/20/08		530.14	586.32	(56.18)		x
15 sh Chubb Corp	4/2/08	9/19/08		881.71	774.15	107.56		x
25 sh Chubb Corp	4/2/08	10/29/08		1,178.57	1,290.25	(111.68)		x
500 sh Coeur D Alene	6/5/08	10/24/08		270.35	1,643.00	(1,372.65)		x
200 sh Coeur D Alene	6/13/08	10/24/08		108.14	589.60	(481.46)		x
900 sh Coeur D Alene	8/13/08	10/24/08		486.62	1,810.20	(1,323.58)		x
700 sh Coeur D Alene	9/26/08	10/24/08		378.48	1,297.86	(919.38)		x
25 sh ConocoPhillips com	4/2/08	11/18/08		1,178.09	1,983.50	(805.41)		x
50 sh Disney Walt com	4/2/08	12/12/08		1,100.49	1,589.68	(489.19)		x
10 sh Goldman Sachs	4/2/08	9/23/08		1,135.65	1,799.10	(663.45)		x
25 sh Hansen	4/2/08	11/18/08		616.31	979.00	(362.69)		x
25 sh Hansen	5/22/08	11/18/08		616.31	727.50	(111.19)		x

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Sales Chart Attachment to 990-PF Return FYE 8/31/09

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THE THOMAS A. FILLIPPO FOUNDATION  
 THOMAS A. FILLIPPO AND JOANNE S. FILLIPPO, TRUSTEES

SALES FROM 9/1/2008 THROUGH AND INCLUDING 8/31/09

Name of Security/Par/Shares Sold	Date of		Proceeds	Cost Basis	Gain or (Loss)	Long Term	Short Term
	Purchase	Sale					
50 sh Hansen	5/22/08	1/30/09	1,711.32	1,455.00	256.32		x
25 sh Kimberly Clark Corp	4/2/08	11/18/08	1,401.99	1,653.50	(251.51)		x
5 sh Kimberly Clark Corp	5/21/08	11/18/08	280.40	323.48	(43.08)		x
50 sh Marathon Oil Corp com	4/2/08	12/12/08	1,203.99	2,391.00	(1,187.01)		x
80 sh Nokia Corp Spon ADR	6/13/08	12/12/08	1,204.95	2,098.80	(893.85)		x
20 sh Nokia Corp Spon ADR	9/26/08	12/12/08	301.24	391.74	(90.50)		x
80 sh Nutri Sys Inc New com	4/2/08	12/12/08	1,021.99	1,163.20	(141.21)		x
50sh Prudential Finl	4/2/08	11/20/08	804.68	4,049.50	(3,244.82)		x
75 sh Schering Plough	4/2/08	4/22/03	1,208.99	1,056.04	152.95		x
100 sh Synchronoss Tech com	5/27/08	3/19/09	1,193.98	1,312.41	(118.43)		x
165 sh Tempur Pedic com	4/2/08	9/11/08	1,946.44	1,981.50	(35.06)		x
45 sh Terex Corp New	4/2/08	12/12/08	719.68	3,062.25	(2,342.57)		x
20 sh Terex Corp New	9/26/08	12/12/08	319.86	670.58	(350.72)		x
25 sh Terex Corp New	9/26/08	5/21/09	353.32	838.23	(484.91)		x
50 sh Trinity Industries	4/2/08	5/21/09	730.48	1,389.07	(658.59)	x	
60 sh US Bancorp Del com	4/2/08	9/17/08	1,994.17	2,044.80	(50.63)		x
75 sh Vasco Data	5/22/08	11/26/08	792.47	870.75	(78.28)		x
75 sh Vodafone Grp PLC Spon	4/2/08	12/12/08	1,411.49	2,367.38	(955.89)		x
45 sh Watts Water Tech	4/2/08	10/17/08	1,129.23	1,345.95	(216.72)		x
30 sh XTO Energy Inc com	4/2/08	11/18/08	988.42	1,884.00	(895.58)		x
35 sh XTO Energy Inc com	9/26/08	11/18/08	1,153.15	1,724.69	(571.54)		x
15 sh XTO Energy Inc com	9/26/08	5/19/09	620.41	739.16	(118.75)		x
25,000 J Han Life Ins Co 6.00% 6/15/29	6/1/04	6/15/09	25,000.00	24,462.50	537.50	x	
10,000 FHLMC 5.628% 3/15/11	4/28/08	5/21/09	10,769.90	10,672.20	97.70	x	
20,000 GTE 7.51%	6/27/08	4/1/09	20,000.00	20,576.20	(576.20)		x
10,000 Mrl Lynch 6% 2/17/09	4/24/08	2/17/09	10,000.00	10,171.40	(171.40)		x
25000 FHLM Bd 5.80% 6/15/24	4/9/08	12/31/08	25,000.00	24,463.00	537.00		x
50,000 FHLM Corp 5% 8/15/14	4/9/08	12/31/08	50,000.00	49,781.00	219.00		x
25,000 FPL Group Cap 7.375% 6/1/09	6/18/05	6/1/09	25,000.00	27,593.00	(2,593.00)	x	
380 sh Citigroup Cap X 6.10%	7/30/09	8/5/09	1.30	0.00	1.30		x

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Sales Chart Attachment to 990-PF Return FYE 8/31/09  
 2/9/2010 10:43 AM

THE THOMAS A. FILLIPPO FOUNDATION  
 THOMAS A FILLIPPO AND JOANNE S FILLIPPO, TRUSTEES

SALES FROM 9/1/2008 THROUGH AND INCLUDING 8/31/09

Name of Security/Par/Shares Sold	Date of		Date of Sale	Proceeds	Cost Basis	Gain or (Loss)	Long Term	Short Term
	Purchase							
70,000 Tidelands 1 350 % 7/23/09	1/20/09		7/23/09	70,000.00	70,003.50	(3.50)		x
50 sh Proshares Ultrashort Oil/Gas	12/12/08		2/23/09	1,491.30	1,568.00	(76.70)		x
15 sh Proshares Ultrashort Indls	12/12/08		2/23/09	1,231.10	1,754.10	(523.00)		x
45 sh Rydex ETF Tr	12/12/08		3/2/09	7,651.33	5,621.85	2,029.48		x
25 sh Proshares Ultrashort Technology	12/12/08		3/5/09	2,179.06	2,765.50	(586.44)		x
6,000 AT&T Broadband 8 375% 3/15/13	4/24/08		7/17/09	6,840.00	6,720.00	120.00	x	
<b>Total for All Sales</b>				<b>319,345.59</b>	<b>357,790.03</b>	<b>(38,444.44)</b>		
<b>Total for Short Term Sales</b>				<b>244,737.39</b>	<b>277,905.40</b>	<b>(33,168.01)</b>		
<b>Total for Long Term Sales</b>				<b>74,608.20</b>	<b>79,884.63</b>	<b>(5,276.43)</b>		

THE THOMAS A. FILLIPPO FOUNDATION  
 THOMAS A. FILLIPPO AND JOANNE S. FILLIPPO, TRUSTEES

EMPLOYER IDENTIFICATION NUMBER: 20-0218191  
 PART II BALANCE SHEETS - DETAIL OF FOUNDATION ASSETS AS OF AUGUST 31, 2009

Asset	Beginning of Year Book Value	End of Year Book Value	Fair Market Value	Notes
<b>Cash and Cash Equivalents - all earn income</b>				
Trust A Checking Account	0 00	2,500 60	2,500 60	
Trust B Checking Account	0 00	72,964 10	72,964 10	
Trust A Brokerage A/C 2300 SEI Income & Principal	0 00	41,519 00	41,519 00	
Trust B Brokerage A/C 2400 SEI Income & Principal	0 00	97,543 59	97,543 59	
	0 00	214,527 29	214,527 29	
<b>More Cash and Cash Equivalents</b>				
Account NJQ-002515	4,298 65	0 00	0 00	
Account NJQ-002523	4,169 28	0 00	0 00	
Account A8A-122896	88,440 87	0 00	0 00	
Account NJQ-002564	14,222 28	0 00	0 00	
Account A8A-123001	25,348 76	0 00	0 00	
	136,479 84	0 00	0 00	
<b>Equities</b>				
Account 2300, Trust A	192,144 51	192,417 69	168,358 10	
Account 2400, Trust B	50,745 00	50,745 00	73,075 00	
	242,889 51	243,162 69	241,433 10	
<b>Corporate Bonds</b>				
Account 2300, Trust A	121,106 25	98,018 75	91,992 75	
Account 2400, Trust B	123,707 85	86,240 25	87,632 76	
Account 2400, Trust B	114,697 00	139,491 60	133,395 85	
	359,511 10	323,750 60	313,021 36	
<b>Mutual Funds</b>				
Account 2300, Trust A	678 67	705 19	460 32	
Account 2400, Trust B	678 67	705 19	460 32	

Assets Combined from the  
 Two DNB First Accounts  
 2/9/2010  
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THE THOMAS A. FILLIPPO FOUNDATION  
 THOMAS A. FILLIPPO AND JOANNE S. FILLIPPO, TRUSTEES

EMPLOYER IDENTIFICATION NUMBER 20-0218191  
 PART II BALANCE SHEETS - DETAIL OF FOUNDATION ASSETS AS OF AUGUST 31, 2009

Asset	Beginning of Year		End of Year		Notes
	Book Value	Value	Book Value	Fair Market Value	
<b>U.S. Government Bonds</b>					
Account 2300, Trust A	52,993.50	42,321.30	43,559.35		
Account 2400, Trust B	52,993.50	42,321.30	43,559.35		
<b>U.S. Government Bonds</b>					
Was Account A8A-123001	74,244.00	0.00	0.00		
<b>U.S. Treasury Securities</b>					
Account 2300, Trust A	27,592.69	27,592.69	28,345.75		
Account 2400, Trust B	27,592.69	27,592.69	28,345.75		
Total U.S. Government Obligations	154,830.19	69,913.99	71,905.10		
<b>Totals of All Portfolios from Both Accounts</b>	<b>894,389.31</b>	<b>852,059.76</b>	<b>841,347.17</b>		

THE THOMAS A. FILLIPPO FOUNDATION  
 THOMAS A. FILLIPPO AND JOANNE S. FILLIPPO, TRUSTEES

EMPLOYER IDENTIFICATION NUMBER. 20-0218191  
 PART II BALANCE SHEETS - DETAIL OF FOUNDATION ASSETS AS OF AUGUST 31, 2009

Asset	Beginning of Year Book Value	End of Year Book Value	Fair Market Value
Account NJQ-002515	4,298 65	0 00	0 00
Cash and Cash Equivalents			
<b>Was Acct NJQ-002515, Now Account 691282300</b>			
Equities - Common Stock, Shares 8/31/09			
67 AT&T Inc com, buy 4/2/08	2,785 58	2,628 65	
52 AT&T Inc com, buy 7/1/08	1,762 60	1,762 60	3,099 95
53 Abbott Labs com, buy 5/21/04	2,206 43	2,126 20	
25 Abbott Labs com, acq 5/21/04	1,003 10	1,003 10	
10 Abbott Labs com, buy 9/26/08	0 00	608 90	3,980 24
135 AFLAC Inc, buy 4/8/09	0 00	2,815 41	5,483 70
0 Akamai Tech, buy 4/2/08	1,871 40	0 00	0 00
5 Akamai Tech, buy 8/27/08, sett 9/2/08	0 00	116 00	
75 Akamai Tech, buy 9/26/08	0 00	1,238 25	1,411 20
55 Altria com, buy 4/2/08	1,230 75	1,230 75	
60 Altria com, buy 9/10/08	0 00	1,266 00	2,102 20
30 Amdocs Ltd, buy 4/2/08	2,979 00	851 14	
50 Amdocs Ltd, buy 9/26/08	0 00	1,344 00	1,945 60
150 Annaly Capital Mgmt Inc, buy 11/4/08	0 00	2,101 20	2,601.00
0 Apache Corp, buy 4/2/08	1,851 45	0 00	0 00
20 Apache Corp, buy 9/26/08	0 00	2,188 20	1,699 00
0 Bank of America com, buy 4/2/08	3,490 68	0 00	0 00
0 Bank of America com, buy 7/22/08	1,637 94	0 00	0 00
120 Bank of New York Mellon 10/3/2008	0 00	3,900 62	
62 Bank of New York Mellon 1/20/2009	0 00	1,217 03	5,389 02
0 Barrick Gold com, buy 4/2/08	877 60	0 00	0 00
0 Barrick Gold com, buy 5/5/08	991 50	0 00	0 00
0 Barrick Gold com, buy 9/26/08	0 00	0 00	0 00

0	Barrick Gold com, buy 10/29/08	0.00	0.00	0.00	0.00	0.00
119	BCE Inc, buy 3/3/09	0.00	0.00	2,245.68	2,923.83	
25	Becton Dickinson & Co, buy 1/29/09	0.00	0.00	1,819.82		
25	Becton Dickinson & Co, buy 4/29/09	0.00	0.00	1,560.98	3,481.00	
116	Bristol Myers Squibb Co, buy 3/27/09	0.00	0.00	2,429.64	2,567.08	
0	Carnival Corp Paired Ctf, buy 4/2/08	3,029.40	0.00	0.00	0.00	
0	CBS Corp Cl B com, buy 4/2/08	3,235.62	0.00	0.00	0.00	
0	CBS Corp Cl B com, buy 9/10/08	0.00	0.00	0.00	0.00	
0	CBS Corp Cl B com, buy 10/13/08	0.00	0.00	0.00	0.00	
33	Chevron, buy 1/15/09	0.00	0.00	2,295.99	2,308.02	
20	Chubb, buy 4/2/08	3,096.60	1,032.20	987.80	987.80	
35	Coca Cola Co, buy 7/9/08	1,810.69	1,810.69	1,706.95	1,706.95	
0	Coeur D Alene, buy 6/5/08	1,643.00	0.00	0.00	0.00	
0	Coeur D Alene, buy 6/13/08	589.60	0.00	0.00	0.00	
0	Coeur D Alene, buy 8/13/08	1,810.20	0.00	0.00	0.00	
0	Coeur D Alene, buy 9/26/08	0.00	0.00	0.00	0.00	
20	ConocoPhillips com, buy 4/2/08	3,570.30	1,586.80	1,801.20	1,801.20	
20	ConocoPhillips com, buy 9/26/08	0.00	1,532.00			
25	Diamond Offsh Dr, buy 9/4/08	0.00	2,597.97			
4	Diamond Offsh Dr com, buy 9/10/08	0.00	408.78			
15	Diamond Offsh Drl com, acq 4/2/08	1,820.10	1,820.10			
10	Diamond Offsh Drl com, buy 9/26/08	0.00	1,119.80		4,828.68	
60	Disney, buy 4/2/08	3,497.30	1,907.62	1,562.40	1,562.40	
0	Dow Chem Co, buy 4/2/08	1,733.85	0.00	0.00	0.00	
53	Eastmn Chem, buy 4/2/08	3,440.74	3,440.74	2,764.48	2,764.48	
51	Eli Lilly com, buy 4/2/08	2,812.50	2,656.25	1,706.46	1,706.46	
75	Endur Spec Hldgs com, buy 7/14/08	2,093.13	2,093.13	2,585.25	2,585.25	
71	FPL Gr, buy 4/2/08	4,706.13	4,706.13	3,988.78	3,988.78	
50	Foster Wheeler, buy 9/17/08	0.00	2,010.35			
20	Foster Wheeler, buy 9/26/08	0.00	767.60	2,026.50	2,026.50	
0	Goldman Sachs com, buy 4/2/08	1,799.10	0.00			
4	GE com, buy 5/21/04	214.31	122.46			
100	GE com, buy 8/14/06	3,319.50	3,319.50		2,780.00	
96	GE com, buy 11/25/08	0.00	1,528.81		2,592.80	
70	Genuine Parts, buy 4/2/08	3,073.78	2,947.46		2,308.35	
5	Google Inc - Cl A, buy 9/15/08	0.00	2,213.34			
80	Hain Celestial Grp com, buy 4/2/08	2,460.40	2,460.40			

40	Hain Celestial Grp com, buy 9/26/08	0 00	1,114 00	1,920 00
0	Hansen Nat Corp, buy 4/2/08	979 00	0 00	0 00
0	Hansen Nat Corp, buy 5/22/08	2,182 50	0 00	0 00
50	Hansen Nat Corp, buy 9/18/08	0 00	1,284 25	1,633 00
88	Intel com, buy 4/30/08	2,096 33	1,983 62	
95	Intel com, buy 11/25/08	0 00	1,302 17	3,718 56
90	Interdigital Pa com, buy 4/2/08	1,842 30	1,842 30	1,886 40
0	JP Morgan Ch com, buy 4/2/08	3,221 67	0 00	0 00
0	JP Morgan Ch com, buy 8/18/08	1,680 09	0 00	0 00
0	JP Morgan Ch com, buy 9/10/08	0 00	0 00	0 00
70	John & John com, buy 4/2/08	4,811.91	4,614 16	
20	John & John com, buy 4/2/08	1,317 00	1,317 00	
10	John & John com, buy 9/26/08	0 00	711 50	6,044 00
0	Kimb Clark, buy 4/2/08	1,653 50	0 00	0 00
20	Kimb Clark, buy 5/21/08	1,617 40	1,293 92	
55	Kimb Clark, buy 5/30/08	3,796.95	3,539 53	4,534 50
0	Lincoln Nat'l, buy 4/2/08	3,006 36	0 00	0 00
25	Marathon Oil com, buy 4/2/08	3,586 50	1,195 50	
40	Marathon Oil com, buy 9/26/08	0 00	1,624 40	2,006 55
50	McDonalds Corp, buy 5/7/09	0 00	2,670 50	2,812 00
89	Microchip Tech com, buy 4/2/08	3,110 75	3,110 75	
3	Microchip Tech com, buy 9/10/08	0 00	105 03	2,442 60
105	Microsoft Corp com, buy 4/2/08	3,067 04	3,067 04	
50	Microsoft com, buy 9/26/08	0 00	1,375 50	3,820 75
25	Nike Inc Cl B com, buy 3/5/09	0 00	1,018 25	1,384 75
0	Nokia, buy 6/13/08	2,098 80	0 00	0 00
130	Nokia, buy 9/26/08	0 00	2,546 31	1,821 30
40	Novartis, buy 4/2/08	2,073 48	2,073 48	1,858 80
100	Nutr Sys com, buy 4/2/08	2,617 20	1,454 00	1,428 00
30	Parker Hannifin com, buy 4/2/08	2,197 50	2,197 50	
25	Parker Hannifin Corp com, buy 9/26/08	0 00	1,343 50	2,676 30
15	Pepsico Inc, buy 4/2/08	1,087 05	1,087 05	
15	Pepsico, buy 7/9/08	1,003 16	1,003 16	
46	Pepsico, buy 5/14/08	3,195 94	3,127 94	4,306 92
0	PNC Fincl com, buy 4/2/08	3,651 76	0 00	0 00
0	PNC Fincl com, buy 9/10/08	0 00	0 00	0 00
0	Pfizer com, buy 4/2/08	1,931 50	0 00	0 00

52	Philip Morris com, buy 4/2/08	2,882 40	2,676 51	2,376 92
68	Pit Bowes, buy 4/2/08	2,657 52	2,509 88	
66	Pit Bowes, buy 3/6/09	0 00	1,189 50	2,994 90
0	Prudential Finl Inc com, buy 4/2/08	4,049 50	0 00	0 00
75	Sanofi Aven, buy 4/2/08	2,897 25	2,897 25	
25	Sanofi Aven, buy 9/26/08	0 00	868 75	3,407 00
103	Scana Corp New, buy 4/2/08	4,134 96	3,943 53	3,572 04
110	Schering Plough com, buy 4/2/08	2,604 90	1,548 86	
35	Schering Plough com, buy 9/26/08	0 00	661 65	4,086 10
0	Synchronoss Tech com, buy 5/27/08	1,312 41	0 00	0 00
201	Taiwan Semicndctr, buy 4/2/08	4,533 24	2,119 13	
10	Taiwan Semicndctr, buy 9/10/08	0 00	108 85	
1 0548	Taiwan Semicndctr stock div of 8/14/09	0 00	0 00	0 00
(0 0548)	Taiwan Semicndctr	0 00	0 00	2,268 40
0	Tempur Pedic com, buy 4/2/08	1,981 50	0 00	0 00
0	Terex Corp New, buy 4/2/08	3,062 25	0 00	0 00
55	Terex Corp New, buy 9/26/08	0 00	1,844 10	906 40
65	Teva Pharm, buy 4/2/08	3,078 20	3,078 20	3,347 50
40	3M Co com, buy 8/14/06	2,760 20	2,760 20	2,884 00
20	Transocean New, buy 4/2/08	2,794 00	2,794 00	
10	Transocean New, buy 9/26/08	0 00	1,229 40	2,275 20
43	Travelers Cos com, buy 4/2/08	2,244 40	2,193 39	2,168 06
5	Trinity Industries, buy 4/2/08	1,527 98	138 91	
50	Trinity Industries, buy 9/26/08	0 00	1,519 00	869 00
0	US Bancorp Del com, buy 4/2/08	3,652 79	0 00	0 00
47	UPS CL B, buy 6/17/09	0 00	2,273 53	2,512 62
0	US Bancorp Del com, buy 4/2/08	2,044 80	0 00	0 00
0	US Bancorp Del com, buy 9/10/08	0 00	0 00	0 00
0	Vasco Data, buy 5/22/08	870 75	0 00	0 00
5	Vodafone Grp, buy 4/2/08	2,525 20	157 82	
30	Vodafone, buy 8/13/08	806 40	806 40	
100	Vodafone, buy 9/26/08	0 00	2,336 91	2,932 20
0	Watts Water Tech, buy 4/2/08	1,345 95	0 00	0 00
0	XTO Energy Inc com, buy 4/2/08	1,884 00	0 00	0 00
15	XTO Energy Inc com, buy 9/26/08	0 00	739 15	579 00
34	V F Corp, buy 4/25/08	3,054 32	2,596 17	2,365 04
0	Wells Fargo New com, buy 4/2/08	3,169 62	0 00	0 00

0	Wells Fargo New com, buy 9/10/08	0.00	0.00	0.00
100	YAHOO Inc, buy 10/15/08	0.00	1,228.00	1,461.00
75	Proshares Short S&P 500, buy 3/26/09	0.00	5,714.31	4,384.50
60	Proshr UltraShrt S&P 500, buy 1/8/09	0.00	4,226.28	2,618.40
30	Rydex Inverse S&P 500, buy 12/12/08	0.00	3,747.90	
15	Rydex Inverse S&P 500, buy 4/2/09	0.00	1,736.82	3,160.80
35	Pro Sh UltraShrt Rusl 2000, buy 12/12/08	0.00	3,779.80	
35	Pro Sh UltraShrt Rusl 2000, buy 4/2/09	0.00	2,158.84	2,263.10
	Equites Total	192,144.51	192,417.69	168,358.10

Account NJQ-002523

Cash and Cash Equivalents 4,169.28 0.00 0.00

Account A8A-122896

Cash and Cash Equivalents 88,440.87 0.00 0.00

Was Account A8A-122896, now 691282300

Corporate Bonds

25,000	Alabama Pwr Co Sr Nt 5 50% 10/15/17	25,000.00	25,000.00	26,857.00
25,000	Amer Gen Fin Corp 5 250% 12/15/12	24,737.50	24,737.50	14,930.75
25,000	Anh Busch Cos Inc Nt 4 625% 2/1/15	23,625.00	25,000.00	25,118.25
0	J Hancock Life Ins Co 6 00% 6/15/29	24,462.50	0	0.00
25,000	Pit Bowes Inc Nt 4 75 % 5/15/18	23,281.25	23,281.25	25,086.75
	Total Corporate Bonds - proofed '08 total	121,106.25	98,018.75	91,992.75

Mutual Funds

43	Royce Value Tr Inc, buy 3/26/08	661.77	661.77	
1	Royce Value Tr Inc, acq 6/25/08	16.90	16.90	
2	Royce Value Tr Inc, acq 12/23/08	0	14.38	
2	Royce Value Tr Inc, acq 3/23/09	0	12.14	460.32
		678.67	705.19	460.32

Account NJQ-002564

Cash and Cash Equivalents 14,222.28 0.00 0.00

Totals for Account 691282300 425,060.51 291,141.63 260,811.17

Was Account NJQ-002564, now Account 691282400

U S Treasury Securities  
 25,000 \*\*\* US Treasury Note 5 125% due 5/15/16 27,592.69 28,345.75

U S Government Bonds	Orig Cost	
15,000 *** FHLMC 5 625% 3/15/11, buy 4/28/08	26,680.50	16,008.30
25,000 *** FHLMC 4 875% 1/15/13, buy 4/28/08	26,313.00	26,313.00
Total U S Government Bonds (proofed '08 total)	52,993.50	42,321.30

Corporate Bonds	Orig Cost	
4,000 *** AT&T Broadband Nt 8 375% 3/15/13	11,177.80	4,457.80
10,000 *** Amer Expr Co Nt 7 000% 3/19/18	10,751.20	10,751.20
10,000 *** Apache Corp Nt 5 625% 1/15/17	10,401.30	10,401.30
10,000 *** Bank Amer Sub 7 40% 1/15/11	10,686.90	10,686.90
0 GTE Corp 7 510% 4/1/09, buy 6/27/08	20,576.20	0.00
10,000 *** GE Cap Corp 7 375% 1/19/10	10,653.95	10,653.95
0 Mtl Lynch Nt 6% 2/17/09, buy 4/24/08	10,171.40	0.00
10,000 *** Morgan Stan Sub Nt 4 750% 4/1/14	9,513.20	9,513.20
10,000 *** SBC Commun Inc Gl Nt 4 125% 9/15/09	10,064.50	10,064.50
10,000 *** Time Warner New Nt 5 875% 11/15/16	9,682.20	9,682.20
10,000 *** Wachovia Corp 5 750% 2/1/18	10,029.20	10,029.20
	123,707.85	86,240.25

Account A8A-123001  
 Cash and Cash Equivalents 25,348.76 0.00 0.00

Was Account A8A-123001  
 U S Government Bonds  
 25,000 \*\*\* Fed Hm Ln Mtg Bd 5 80% due 6/15/2024 24,463.00 0.00  
 50,000 \*\*\* Fed Hm Ln Mtg Corp 5 000% 8/15/14 49,781.00 0.00  
 (proofed '08 total) 74,244.00 0.00 0.00

Corporate Bonds						
25,000 *** Ameritch Cap Fdg Nt 6 45% 1/15/18	27,478 00	27,478 00	26,677 00			
25,000 *** Bellsouth Telecomm 7% 10/1/25	28,500 00	28,500 00	27,598 00			
25,000 *** FPL Group Cap 7 375% 6/1/09	27,593 00	0 00	0 00			
10,000 *** Conoco Phil 4 75% 2/1/14, buy 4/13/09	0 00	10,566 50	10,722 00			
10,000 *** Duke Energy 6 3% 2/1/14, buy 4/17/09	0 00	10,511 40	11,031 70			
10,000 *** Hew Pkrd 6 125% 3/1/14, buy 4/13/09	0 00	10,936 00	11,242 10			
10,000 *** Time WmrCb 6 2% 7/1/13, buy 2/3/09	0 00	9,944 60	10,806 10			
10,000 *** Verzn 6 35% 4/1/19, buy 5/21/09	0 00	10,429 10	11,104 70			
25,000 *** NationsBank 7 250% 10/15/25	31,126 00	31,126 00	24,214 25			
Total Corporate Bonds (proofed '08 total)	114,697 00	139,491 60	133,395 85			

Equities			
Preferred Stock			
14,615 *** Citigroup Cap X 6 10%	50,745 00	50,745 00	73,075 00

Separate Total for 2400 Account Only 469,328.80 346,390.84 366,008.71

Total Fdn Brokerage Acct Assets - 8/31/09 894,389.31 637,532.47 626,819.88

Total Ending Book Value as of 8/31/08 894,389.21

Difference 0.10

**CONTINUED ON THE NEXT PAGE, FOR CASH ACCOUNTS AND TOTALS**

Asset	Beginning	End of Year	Fair Market	Notes
	of Year	Book	Value	
	Book Value	Value	Value	
Cash and Cash Equivalents				
Certificate of Deposit-Tidelands Bk Mt Pleasant, SC	0.00	0.00	0.00	\$70,000 purchased 1/20/09 at \$70,003.50
1.350 % due 7/23/09				matured 7/23/09 when with DNB
was in Willlow account A8A-123001				
Trust A Brokerage a/c. # 2300	0.00	41,519.00	41,519.00	
Trust B Brokerage a/c. # 2400	0.00	97,543.59	97,543.59	
Checking Account for Trust A #8915795	0.00	2,500.60	2,500.60	
Checking Account for Trust B #8915803	0.00	72,964.10	72,964.10	
Total Cash and Cash Equivalents	0.00	214,527.29	214,527.29	
<b>Total of All Fdn Assets as of 8/31/09</b>	<b>894,389.21</b>	<b>852,059.76</b>	<b>841,347.17</b>	

Assets in the DNB Advisors account # 2400 are noted with \*\*\*, all other Foundation assets are included in the # . 2300 account

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THOMAS A. FILLIPPO, 1 DEVAULT LANE, DEVAULT, PA 19432

TELEPHONE NUMBER

610-644-2536

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS NO REQUIRED FORM. ALL INFORMATION THAT THE REQUESTING ORGANIZATION DEEMS APPROPRIATE SHOULD BE SUBMITTED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THERE ARE NO RESTRICTIONS OR LIMITATIONS ON AWARDS OTHER THAN THEY BE USED FOR QUALIFIED PURPOSES.

# Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits

Type or print  File by the due date for filing your return. See instructions	Name of Exempt Organization <b>THE THOMAS A. FILLIPPO FOUNDATION, THOMAS A. FILLIPPO &amp; JOANNE S. FILLIPPO, TTEES</b>	Employer identification number <b>20-0218191</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>MG THOMPSON, COZEN O'CONNOR, 1900 MARKET ST</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>PHILADELPHIA, PA 19103-3508</b>	

Check type of return to be filed (file a separate application for each return)

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

THOMAS A. FILLIPPO

- The books are in the care of  **1 DEVAULT LANE, DEVAULT, PA - 19432**  
Telephone No  **610-644-2536** FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **APRIL 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

calendar year \_\_\_\_\_ or

tax year beginning **SEP 1, 2008**, and ending **AUG 31, 2009**.

2 If this tax year is for less than 12 months, check reason  Initial return  Final return  Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	324.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c	<b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	324.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions